

RECORDATION NO. 7943-A Received

DEC 2 1975 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 1, 1975, between PULLMAN, INCORPORATED (Pullman-Standard Division) (hereinafter called the Manufacturer) and TRAILER TRAIN COMPANY, (hereinafter called the Company).

WHEREAS, the Manufacturer and the Company have entered into a Manufacturing Agreement dated as of June 1, 1975, filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on June 4, 1975, recordation number 7943; and

WHEREAS, the parties hereto desire to further amend the Manufacturing Agreement:

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Manufacturing Agreement is hereby amended to provide that the closing date as set forth in Item 3 of Annex A to such Manufacturing Agreement with respect to those flat cars listed on Annex A to such Manufacturing Agreement with the numbers:

973875-973892  
973894-973912  
973914-973916  
973918-973919  
973921  
973923, 973924  
973926, 973927  
973929-973932  
973939-973941  
973943-973945  
973948  
256084-256233

shall be December 31, 1975 or such earlier date specified by the Company with interest due on the Purchase Price as set forth in paragraph 3 of Article 3 thereto, without penalty.

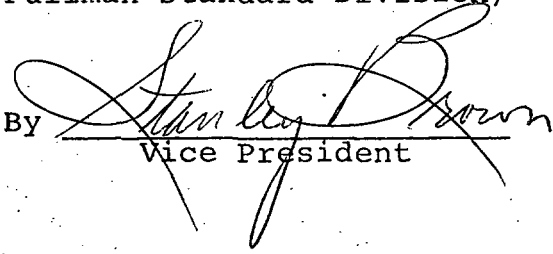
2. The Manufacturing Agreement, except as amended hereby, shall remain unaltered and in full force and effect.

3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

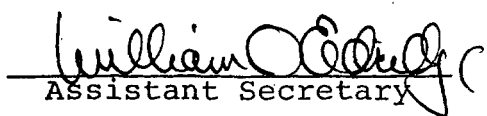
PULLMAN INCORPORATED,  
(Pullman-Standard Division)

By

  
Vice President


(Corporate Seal)

Attest:

  
Assistant Secretary

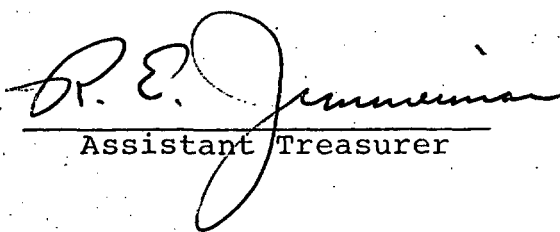
(Corporate Seal)

Attest:

  
Assistant Secretary

TRAILER TRAIN COMPANY

By

  
Assistant Treasurer

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 26<sup>TH</sup> day of Nov., 1975, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn says that he is the Assistant Treasurer of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

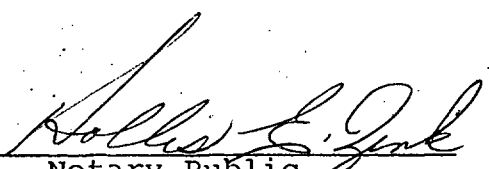
  
Notary Public

(NOTARIAL SEAL)

My Commission Expires: 6/26/76

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this 26<sup>th</sup> day of November, 1975, before me personally appeared Stanley Brown, to me personally known, who, being by me duly sworn, says that he is a Vice President of PULLMAN, INCORPORATED (Pullman-Standard Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(NOTARIAL SEAL)

My Commission Expires: May 7, 1978